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SECURITIES AND EXCHANGE COMMISSION

Proposed Collection; Comment Request

Upon Written Request, Copies Available From:
Securities and Exchange Commission
Office of Investor Education and Advocacy
Washington, DC 20549-0213

Extension: Rule 19b-4 and Form 19b-4

SEC File No. 270-38, OMB Control No. 3235-0045

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (“Commission”) is soliciting comments on the existing collection of information provided for in Rule 19b-4 (17 CFR 240.19b-4), under the Securities Exchange Act of 1934 (“Act”) (15 U.S.C. 78a *et seq.*). The Commission plans to submit this existing collection of information to the Office of Management and Budget (“OMB”) for extension and approval.

Section 19(b) of the Act (15 U.S.C. 78s(b)) requires each self-regulatory organization (“SRO”) to file with the Commission copies of any proposed rule, or any proposed change in, addition to, or deletion from the rules of such SRO. Rule 19b-4 implements the requirements of Section 19(b) by requiring the SROs to file their proposed rule changes on Form 19b-4 and by clarifying which actions taken by SROs are subject to the filing requirement set forth in Section 19(b). Rule 19b-4(n) requires a designated clearing agency to provide an advance notice (“Advance Notice”) to the Commission of any proposed change to its rules, procedures, or operations that could materially affect the nature or level of risks presented by such clearing agency. Rule 19b-4(o) requires a registered clearing agency to submit for a Commission determination any security-based swap, or any group, category, type, or class of security-based swaps it plans to accept for clearing (“Security-Based Swap Submission”), and provide notice to its members of such submissions.

The collection of information is designed to provide the Commission with the information necessary to determine, as required by the Act, whether the proposed rule change is consistent with the Act and the rules thereunder. The information is used to determine if the proposed rule change should be approved, disapproved, or if proceedings should be instituted to determine whether to approve or disapprove the proposed rule change.

The respondents to the collection of information are self-regulatory organizations (as defined by the Act), including national securities exchanges, national securities associations, registered clearing agencies, notice registered securities future product exchanges, and the Municipal Securities Rulemaking Board.

In fiscal year 2012, thirty-four respondents filed a total of 1,688 proposed rule change responses.¹ Each response takes approximately 38 hours to complete. Thus, the total annual reporting burden for filing proposed rule changes with the Commission is 64,144 hours (1,688 proposals per year x 38 hours per filing).² In addition to filing their proposed rule changes with the Commission, the respondents also are required to post each of their proposals on their respective websites, a process which takes approximately four hours to complete per proposal. Thus, for 1,688 proposals, the total annual reporting burden on respondents to post the proposals on their websites is 6,752 hours (1,688 proposals per year x 4 hours per filing). Further, the respondents are required to update their rulebooks, which they maintain on their websites, to reflect the changes that they make in each proposal they file. Thus, for all filings that were not withdrawn by a respondent (120 withdrawn filings in fiscal year 2012) or disapproved by the Commission (2 disapproved filings in fiscal year 2012), the respondents were required to update their online rulebooks to reflect the

¹ The Commission expects four additional respondents to register during the three year period for which this Paperwork Reduction Act Extension is applicable (three as registered clearing agencies and one as a national securities exchange), bringing the total number of respondents to thirty-eight.

² In fiscal year 2012, respondents filed 120 optional amendments to their proposals, as well as 629 required prefilings of their proposed rule changes. Because those submissions are part of the Form 19b-4 process as

effectiveness of 1,566 proposals, each of which takes approximately four hours to complete per proposal. Thus, the total annual reporting burden for updating online rulebooks is 6,264 hours $((1,688 \text{ filings per year} - 120 \text{ withdrawn filings} - 2 \text{ disapproved filings}) \times 4 \text{ hours})$. Finally, a respondent is required to notify the Commission if it does not post a proposed rule change on its website on the same day that it filed the proposal with the Commission. The Commission estimates that SROs will fail to post proposed rule changes on their websites on the same day as the filing 16 times a year, and that each SRO will spend approximately one hour preparing and submitting such notice to the Commission, resulting in a total annual burden of 16 hours $(16 \text{ notices} \times 1 \text{ hour per notice})$.

Clearing agencies have additional information collection burdens. As noted above, a designated clearing agency must file an Advance Notice with the Commission of any proposed change to its rules, procedures, or operations that could materially affect the nature or level of risks presented by such designated clearing agency. The Commission estimates that 10 designated clearing agencies will each submit 35 Advance Notices per year, with each submission taking 90 hours to complete. The total annual reporting burden for filing Advance Notices is therefore 31,500 hours $(10 \text{ designated clearing agencies} \times 35 \text{ Advance Notices per year} \times 90 \text{ hours per response})$.

Designated clearing agencies are required to post all Advance Notices to their websites, each of which takes approximately four hours to complete. For 35 Advance Notices, the total annual reporting burden for posting them to respondents' websites is 1,400 hours $(10 \text{ designated clearing agencies} \times 35 \text{ Advance Notices per year} \times 4 \text{ hours per website posting})$. Respondents are required to update the postings of those Advance Notices that become effective, each of which takes approximately four hours to complete. The total annual reporting burden for updating Advance

required by Rule 19b-4, they are included within the 38 hour burden estimate, and, because amendments and prefilings are part of a single proposal, they do not constitute a separate response.

Notices on the respondents' websites is 1,400 hours (10 designated clearing agencies x 35 Advance Notices per year x 4 hours per website posting).

The respondents are also required to provide copies of all materials submitted to the Commission relating to an Advance Notice to the Board of Governors of the Federal Reserve System ("Board") contemporaneously with such submission to the Commission, which is estimated to take two hours. The total annual reporting burden for designated clearing agencies to meet this requirement is 700 hours (10 designated clearing agencies x 35 Advance Notices per year x 2 hours per response).

The Commission estimates that six security-based swap clearing agencies will each submit 20 Security-Based Swap Submissions per year, with each submission taking 140 hours to complete resulting in a total annual reporting burden of 16,800 hours (6 respondent clearing agencies x 20 Security-Based Swap Submissions per year x 140 hours per response). Respondent clearing agencies are required to post all Security-Based Swap Submissions to their websites, each of which takes approximately four hours to complete. For 20 Security-Based Swap Submissions, the total annual reporting burden for posting them to the six respondents' websites is 480 hours (6 respondent clearing agencies x 20 Security-Based Swap Submissions per year x 4 hours per website posting). In addition, three of the six respondent clearing agencies that have not previously posted Security-Based Swap Submissions, Advance Notices, and proposed rule changes on their websites may need to update their existing websites to post such filings online. The Commission estimates that each of these three clearing agencies would spend approximately 15 hours updating its existing website, resulting in a total one-time burden of 45 hours (3 respondent clearing agencies x 15 hours per website update) or 15 hours annualized over three years.

Respondent clearing agencies will also have to provide training to staff members using the Electronic Form 19b-4 Filing System ("EFFS") to submit Security-Based Swap Submissions,

Advance Notices, and/or proposed rule changes electronically. The Commission estimates that each of the six estimated security-based swap clearing agencies will spend approximately 20 hours training all staff members who will use EDFS to submit Security-Based Swap Submissions, Advance Notices, and/or proposed rule changes electronically, for a total of 120 hours (6 respondent clearing agencies x 20 hours) or 40 hours annualized over three years. The Commission also estimates that each of these six clearing agencies will have a one-time burden of 130 hours to draft and implement internal policies and procedures for using EDFS to make these submissions, for a total of 780 hours (6 clearing agencies x 130 hours) or 260 hours annualized over three years. The four remaining clearing agencies that have existing internal policies and procedures for using EDFS will need to update them for submitting Security-Based Swap Submissions and/or Advance Notices with the Commission. The Commission estimates that each of these four clearing agencies will have a one-time burden of 30 hours to draft and implement modifications to their internal policies, for a total of 120 hours (4 clearing agencies x 30 hours) or 40 hours annualized over three years. After the initial training is completed, the Commission estimates that each of the 38 respondents will spend 10 hours each year training new compliance staff members and updating the training of existing compliance staff members to use EDFS, for a total annual burden of 380 hours (38 respondent SROs x 10 hours).

Based on the above, the total estimated annual response burden pursuant to Rule 19b-4 and Form 19b-4 is the sum of the total annual reporting burdens for filing proposed rule changes, Advance Notices, and Security-Based Swap Submissions; training staff to file such proposals; drafting, modifying, and implementing internal policies and procedures for filing such proposals; posting each proposal on the respondents' websites; updating websites to enable posting of proposals; updating the respondents' online rulebooks to reflect the proposals that became effective; and submitting copies of Advance Notices to the Board, which is 130,191 hours.

Compliance with Rule 19b-4 is mandatory. Information received in response to Rule 19b-4 shall not be kept confidential; the information collected is public information.

Written comments are invited on: (a) whether the proposed collection of information is necessary for the proper performance of the functions of the Commission, including whether the information shall have practical utility; (b) the accuracy of the Commission's estimate of the burden of the proposed collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

The Commission may not conduct or sponsor a collection of information unless it displays a currently valid control number. No person shall be subject to any penalty for failing to comply with a collection of information subject to the PRA that does not display a valid OMB control number.

Please direct your written comments to: Thomas Bayer, Director/Chief Information Officer, Securities and Exchange Commission, c/o Remi Pavlik-Simon, 6432 General Green Way, Alexandria, Virginia 22312 or send an email to PRA_Mailbox@sec.gov.

Dated: February 13, 2013.

Kevin M. O'Neill
Deputy Secretary